

FILED
12-12-08
USDC
SDNY

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<hr/>		
In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
<hr/>		

**AFFIDAVIT AND DISCLOSURE STATEMENT OF JUNYA NAITO,
ON BEHALF OF MOMO-O, MATSUO & NAMBA**

JUNYA NAITO, being duly sworn, upon his oath, deposes and says:

1. I am a Partner of Momo-o, Matsuo & Namba, located at Kojimachi Diamond Building 6F, 4-1 Kojimachi, Chiyoda-ku, Tokyo 102-0083, Japan (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide legal services to the Debtors in connection with Japanese civil rehabilitation proceedings, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these



chapter 11 cases. Contemporaneous to the Firm's representation of LBHI in Civil Rehabilitation proceedings at the Tokyo District Court, the Firm also advises TV Asahi Corporation ("TVA") in its claim as creditor to LBHI, Lehman Brothers Treasury Co. B.V. and Lehman Brothers Japan, Inc. ("LBJ"). This representation is unrelated to the specific matter for which the Firm has been engaged. TVA's claim is based upon a "Note" in the amount of JPY1 billion issued by LBJ and guaranteed by LBHI which TVA purchased from LBJ. The Firm, however, will not represent TVA in its filing of any Proof of Claim in relation to the Note against LBHI. Rather, U.S. counsel for TVA will represent TVA in its filing of any Proof of Claim against LBHI. Further, the Firm has obtained a consent to such contemporaneous representation from both LBHI and TVA and it is in compliance with all local laws and/or rules of professional conduct regarding conflicts of interest. Other than the proceeding, the Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.



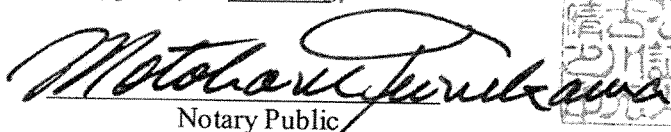
6. The Debtors does not owe the Firm for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.¹

By: 内藤 順也

Junya Naito,
Partner
Momo-o, Matsuo & Namba

Subscribed and sworn to before me
this 10th day of December, 2008


Notary Public

Notary : MOTOHARU FURUKAWA



¹ If necessary.

認

証

嘱託人 桃尾・松尾・難波法律事務所（所在 東京都千代田区
麹町4-1 麹町ダイヤモンドビル6階）弁護士 内藤順也は、法定
の手續に従って、本公証人の面前で、この証書の記載が真実であ
ることを宣誓した上、これに署名した。

よって、これを認証する。

平成20年 12月10 日、本公証人役場において

東京都千代田区麹町5丁目2番地1

東京法務局所属

公証人

Notary

MOTOHARU FURUKAWA

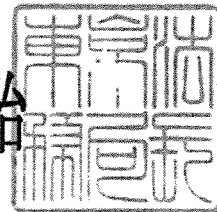
証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、
真実のものであることを証明する。

平成20年 12月10 日

東京法務局長

五十嵐 義治



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN

This public document

2. has been signed by MOTOHARU FURUKAWA

3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau

4. bears the seal/stamp of MOTOHARU FURUKAWA, Notary
Certified

5. at Tokyo

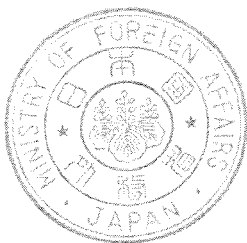
6. 10th December 2008

7. by the Ministry of Foreign Affairs

8. 08-NQ 041346

9. Seal/stamp:

10. Signature



Kazutoyo Oyabe

Kazutoyo OYABE

For the Minister for Foreign Affairs

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
No.	:	Chapter 11 Case
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	

-----X

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Momo-o, Matsuo & Namba

Kojimachi Diamond Building 6F

4-1 Kojimachi, Chiyoda-ku

Tokyo 102-0083 Japan

2. Date of retention: November 28, 2008

3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

Legal representation of Lehman Brothers Holdings Inc. in connection with Civil Rehabilitation proceedings for Lehman Brothers Holdings Japan Inc. and the related three companies at the Tokyo District Court, Tokyo, Japan.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

JPY60,000

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: N/A

Date claim arose: _____

Source of Claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A

No. of shares: _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: _____

Kind of shares: _____

No. of shares: _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

Contemporaneous to the Firm's representation of LBHI in Civil

Rehabilitation proceedings at the Tokyo District Court, the Firm also

advises TV Asahi Corporation ("TVA") in its claim as creditor to LBHI,

Lehman Brothers Treasury Co. B.V. and Lehman Brothers Japan, Inc.

("LBJ"). This representation is unrelated to the specific matter for which

the Firm has been engaged. TVA's claim is based upon a "Note" in the

amount of JPY1 billion issued by LBJ and guaranteed by LBHI which

TVA purchased from LBJ. The Firm, however, will not represent TVA

in its filing of any Proof of Claim in relation to the Note against LBHI.

Rather, U.S. counsel for TVA will represent TVA in its filing of any Proof

of Claim against LBHI. Further, the Firm has obtained a consent to such

contemporaneous representation from both LBHI and TVA and it is in
compliance with all local laws and/or rules of professional conduct
regarding conflicts of interest.

11. Name of individual completing this form:

Junya Naito